



08 December 2015

**Trac Group Holdings Ltd**

ABN 89 115 007 540

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Sydney, NSW 2000, Australia

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## CODE OF CONDUCT

This code requires every employee, whatever their job, to observe the code of conduct set out below, and to show commitment to Trac Group. In order to meet the expectations of our shareholders, employees, customers, suppliers, creditors, consumers and the broader community, Trac Group requires all representatives of the company to use their judgment, to be accountable for their actions and to conduct business with integrity, honesty and transparency.

This code provides a clear guide to appropriate workplace behaviour.

### **1. Commitment to the Company**

To demonstrate our commitment to Trac Group we:

- ensure our actions do not bring Trac Group into disrepute;
- disclose and resolve any conflicts of interest;
- refrain from canvassing for private business during work hours;
- do not disclose confidential information or use information for our own gain or to disadvantage others;
- refuse inappropriate gifts and benefits from customer or suppliers;
- only transact and approve expenditure for which we are authorised; and
- do not abuse, deface or wilfully damage company property.

### **2. Respect for Others**

In dealing with clients, suppliers and other employees, we:

- do not use language or behaviour that offends, harasses, bullies, or unfairly discriminates
- observe Trac Group smoke-free workplace policy;
- do not work when affected by alcohol or recreational drugs; and
- abide by all safety rules and procedures operating within Trac Group and also comply with all relevant federal and state occupational health and safety laws in order to provide a safe and healthy workplace for ourselves, our fellow employees and visitors of Trac Group.

### **3. Client Service**

When dealing with internal and external clients, we:

- are honest, courteous and helpful;
- actively consult with and listen to the client;
- provide prompt attention, accurate information and meet commitments; and
- ensure our appearance is neat, clean and appropriate to the job, wearing professional attire.



#### **4. Making public comment**

Trac Group has a responsibility to its shareholders to operate with honesty, integrity and transparency. To do this properly all public comment about our business should only come from the Board or their nominated representative.

Public comment can include public speaking engagements, comments on radio and television and expressing views via print and electronic media where it might be expected that the publication or circulation of the comment will spread to the community at large.

As members of the community, our people have the right to make public comment and enter into public debate on political and social issues. However, it is important that our business activities are not discussed and that all reasonable steps are taken to ensure that any public comment made is clearly seen and understood to be made in a private capacity, representing personal views only.

#### **5. Teamwork**

We work together towards our goals by:

- a. being punctual, and only leaving the workplace early after gaining prior approval;
- b. reporting and accounting for any absences;
- c. following lawful and reasonable instructions;
- d. providing guidance and feedback to one another;
- e. actively learning from one another, and seeking assistance when required;
- f. sharing relevant information;
- g. observing safe working practices and reporting hazards, accidents, injuries, and unsafe practices; and
- h. following procedure and instructions in the case of emergency.

#### **6. Our Responsibility to Shareholders**

##### *Transparency*

We will strive to meet the expectations of Our shareholders and the financial community by maintaining principles of transparency in the preparation and delivery of financial information.

##### *Financial Integrity*

We will be diligent in the preparation of financial information, and ensure that published financial statements are accurate, timely and give a true and fair view of the financial position and performance of Trac Group.

##### *Safeguarding Assets*

We will implement a sound system of internal controls to safeguard the Group's assets and to manage risk through appropriate forms of control. All line managers are responsible for the Workplace Participants, assets and systems under their control or direction.

##### *Privacy*

We will safeguard the personal information of shareholders held on TGH's Register and only release information in accordance with the law.

##### *Insider Trading*

Workplace Participants are prohibited from 'insider trading'. The Board has adopted the Trading Policy in order to raise awareness about, and provide information concerning, the prohibition on 'insider trading', and to regulate trading in TGH shares.



All *Workplace Participants* must comply with the *Trading Policy*.

## 7. Results

To ensure the quality of our work we:

- observe the spirit and letter of the law, and company policies governing our work;
- work to the best of our ability, giving proper attention and care to the job; and
- use materials, equipment and other resources wisely, and prevent their misuse.

## 8. Definitions

In this Code, unless otherwise specified or there is something in the subject matter or context inconsistent therewith, words having capital letters or which are printed in italics shall have the following meanings:

<i>Board</i>	Means the Board of Directors of Trac Group Holdings Ltd.
<i>Code</i>	Means the Code of Conduct.
<i>Company</i>	Means reference to Trac Group Holdings Ltd. (TGH)
<i>Confidential Information</i>	Means all information, whether or not in material form, treated or designated by the Company as confidential, or which is not generally known to persons outside of the Group, or which could be regarded in all the circumstances as sensitive or confidential, and includes information concerning TGH, the Group, its or their businesses, customers, franchisees, suppliers, shareholders or other stakeholders.
<i>TGH</i>	Means Trac Group Holdings Limited.
<i>Trac Group</i>	Means TGH, its controlled entities and related bodies corporate. At the date of this document these are: Trac Group Holdings Ltd, Tractile Pty Ltd, and Tractile Malaysia Sdn Bhd.
<i>Us, Our, or We</i>	Means a reference to <i>Trac Group</i> and all workplace participants, including <i>You</i> if you are a workplace participant.
<i>Policy</i>	Means reference to this Code of Conduct.